

00-25

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 01/22/2000 at 12:00AM File Number: 0000073264
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? See Description of Transaction If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Waterloo MSA Limited Partnership			
13) Attention To: Mona Unwer			
14) P.O. Box:	And / Or	15) Street Address: One Allied Drive	
16) City: Little Rock	17) State: AR	18) Zip: 72203	
19) Telephone Number: (501)905-8555	20) FAX: (501)905-6183		
21) E-Mail Address: mona.unwer@alltel.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): 380* Communications Company of Iowa			
26) P.O. Box:	And / Or	27) Street Address: One Allied Drive	
28) City: Little Rock		29) State: AR	30) Zip: 72203
31) Telephone Number: (501)905-8500		32) FAX: (501)905-0962	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
35) Company Name: ALLTEL Corporation			
36) P.O. Box:	And / Or	37) Street Address: 601 Pennsylvania Avenue, NW, Suite 720	
38) City: Washington		39) State: DC	40) Zip: 20004
41) Telephone Number: (202)783-3976		42) FAX: (202)783-3982	
43) E-Mail Address: glenn.s.rabin@alltel.com			

Assignee/Transferee Information

44) The Assignee is a(n): Partnership			
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Southwestco Wireless Limited Partnership			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 180 Washington Valley Road	
53) City: Bedminster		54) State: NJ	55) Zip: 07921
56) Telephone Number: (908)306-7304		57) FAX: (908)306-6836	
58) E-Mail Address: croalpa@bam.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Patricia	MI: A	Last Name: Croal	Suffix:
60) Company Name: Bell Atlantic Mobile			
61) P.O. Box:	And / Or	62) Street Address: 180 Washington Valley Road	
63) City: Bedminster		64) State: NJ	65) Zip: 07921
66) Telephone Number: (908)306-7304		67) FAX: (908)306-6836	
68) E-Mail Address: croalpa@bam.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
80) Title:			
Signature:		81) Date:	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.			
82) Typed or Printed Name of Party Authorized to Sign			
First Name: J. Vann	MI:	Last Name: Vogel	Suffix:
83) Title: VP, General Counsel of General Partner			
Signature: J. Vann Vogel		84) Date: 01/22/00	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPJA585					
KNKA532					

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	
If 'Yes', is the Assignee applying for installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
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For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
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For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
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Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	No
If 'Yes', the new category of eligibility of the licensee is:	

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.
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The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.
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Attachment List

Attachment Type	Date	Description	Contents
Other	01/31/00	Exhibit 3, Question 77	17543622.0.pdf
Other	01/31/00	Exhibit 1	17543778.0.pdf
Other	01/31/00	Exhibit 2	17543779.0.pdf

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST STATEMENT**

This and certain other applications, described below, are being filed contemporaneously on FCC Forms 603 to request Federal Communications Commission ("FCC" or "Commission") consent to the assignment or transfer of control of certain cellular and related microwave radio station authorizations. The applications are filed pursuant to a series of agreements entered into by Bell Atlantic Corporation or its affiliates ("Bell Atlantic") and ALLTEL Corporation or its affiliates ("ALLTEL") providing for like-kind asset exchanges as well as various assignments and transfers of control of cellular and related microwave properties. Certain of the proposed assignments and transfers will eliminate all overlapping cellular interests held by Bell Atlantic and Vodafone AirTouch Plc ("Vodafone") arising as a consequence of their alliance agreement (see footnote 1 below), and will have other public interest benefits as described below.

Background

On September 21, 1999, Vodafone and Bell Atlantic entered into a "U.S. Wireless Alliance Agreement," pursuant to which their domestic wireless operations will be combined. In their applications filed with the Commission on October 14, 1999, seeking approval for the license transfers contemplated by that agreement,¹ Vodafone and Bell Atlantic stated that they held overlapping cellular interests in a number of cellular markets in Arizona and New Mexico

¹ "Vodafone AirTouch and Bell Atlantic Seek FCC Consent to Transfer of Control of Bell Atlantic's and Vodafone AirTouch's Wireless Licenses," Public Notice, DA 99-2451 (rel. Nov. 5, 1999).

(the "Overlap Properties"). Vodafone and Bell Atlantic committed to divest sufficient interests in the Overlap Properties to comply with the Commission's commercial mobile radio services spectrum cap and cellular cross-ownership rules, 47 C.F.R. §§ 20.6 and 22.942. On December 6, 1999, Vodafone, Bell Atlantic and GTE Corporation entered into a Consent Decree with the U.S. Department of Justice, in which the parties agreed to divest either Vodafone's or Bell Atlantic's interests in the Overlap Properties and to eliminate overlapping interests between GTE and Vodafone in certain other markets.²

Bell Atlantic plans to exit from the Overlap Properties by transferring them to ALLTEL. This will eliminate all ownership overlaps between Bell Atlantic and Vodafone. It will enable the parties to finalize their alliance – and achieve the many pro-competitive benefits of that alliance – in full compliance with the Commission's cross-ownership rules and the Consent Decree.

Description of the Transactions

Certain of the transactions ("Transactions") governing the assignment or transfer of control of the licenses from Bell Atlantic to ALLTEL ultimately are structured as like-kind asset

² Proposed Final Judgment, *United States v. Bell Atlantic Corp.*, Civil No. 1:99 CV 01119 (D.D.C. filed Dec. 6, 1999) ("Consent Decree"). A copy of the Consent Decree has been filed with the Commission. Reply Comments of Vodafone AirTouch Plc and Bell Atlantic Corporation, Exhibit A (filed Dec. 10, 1999). The instant applications address only the Bell Atlantic-Vodafone Overlap Properties. ALLTEL, GTE and Bell Atlantic will file separate applications with the Commission seeking the exchange, assignment or transfer of control of certain cellular and related microwave properties in order to address the Bell Atlantic/GTE-Vodafone overlapping interests.

exchanges of cellular properties (the "Exchange") (listed as Transaction 4 below) between a Bell Atlantic 100 percent indirectly owned affiliate, Southwestco Wireless, L.P. ("Southwestco"), and 360° Communications Company of Nevada Limited Partnership ("360° Nevada"), an entity which, at the time of the Exchange, will be indirectly wholly owned by ALLTEL. Commission approval also is sought for certain additional transfers of control of partnership interests held by ALLTEL to Southwestco and from Southwestco to ALLTEL (listed as Transactions 5-6 below) that are structured as purchases of partnership interests in partnerships owning cellular and related microwave properties ("Other Transfers").

Prior to consummation of the Exchange, specific intermediate transactions must be completed. These intermediate transactions, described as Transactions 1-3 below, will consolidate certain interests currently partly owned by AirTouch Cellular ("AirTouch") into 360° Nevada.³ A number of these intermediate transactions are *pro forma* in nature.⁴ Certain other intermediate transactions will require prior Commission approval, as detailed below.

³ 360° Nevada initially was owned by 360° Communications Company ("360° Communications") (54.4061 percent as a general partner and 17.8 percent as a limited partner) and AirTouch (3.7939 percent as a general partner and 24 percent as a limited partner). On January 20, 2000, the Commission was notified that a *pro forma* transfer of control had been consummated in which 360° Communications contributed a 71.2061 percent interest in 360° Nevada to 360° Communications Company of Iowa ("360° Iowa"). As a result, 360° Nevada is now owned by 360° Communications (1 percent as a general partner), 360° Iowa (53.4061 as a general partner and 17.8 percent as a limited partner), and AirTouch (3.7939 percent as a general partner and 24 percent as a limited partner).

⁴ The parties have waived forbearance with respect to the processing of these applications and have filed *pro forma* applications to permit all of the subject authorizations to be explicitly covered by the Commission's decision on the entire transaction.

All six Transactions required to complete the Exchange and Other Transfers are described below.⁵ Each Transaction involves Part 22 cellular authorizations and related Part 101 point-to-point microwave authorizations⁶ held by the assignor or transferor. The parties request that the Commission consider contemporaneously all of the applications associated with the six Transactions.

Transaction 1

<u>Transferor</u>	<u>Transferee</u>	<u>Market</u>	<u>Licensee</u>
AirTouch Cellular	360° Communications Company of Iowa	Las Vegas, NV MSA	360° Communications of Nevada LP
AirTouch Cellular	360° Communications Company	NV RSA 4	Mineral RSA LP
AirTouch Cellular	360° Communications Company	NV RSA 2	Nevada RSA #2 LP

In Transaction 1, AirTouch will transfer its general and limited partnership interests in three separate cellular partnerships to wholly owned subsidiaries of ALLTEL. First, AirTouch will transfer its general (3.7939 percent) and limited (24 percent) partnership interests in 360° Nevada to 360° Iowa, a wholly owned subsidiary of ALLTEL. Second, AirTouch will transfer its 50 percent general partnership interest in Mineral RSA Limited Partnership ("Mineral")⁷ to 360° Communications, a wholly owned subsidiary of ALLTEL. Finally, AirTouch will transfer its 50 percent limited partnership interest in Nevada RSA #2 Limited Partnership ("Nevada 2")⁸ to 360° Communications, a wholly owned subsidiary of ALLTEL. FCC Forms 603 for the transfer of control of the licenses

⁵ Attached as Exhibit 2 are diagrams for each of the six Transactions for which approval is sought.

⁶ The entities in Transaction 2 do not hold Part 101 authorizations.

⁷ Mineral is owned 50 percent by AirTouch as a general partner and 50 percent by ALLTEL Communications, Inc. ("ACI") as a limited partner. Therefore, the assignment of the Mineral RSA license to 360° Nevada, requires prior FCC approval.

⁸ Nevada 2 is owned 50 percent by AirTouch as a limited partner and 50 percent by ACI as a general partner.

associated with the Las Vegas MSA, Nevada RSA 2 and Nevada RSA 4 markets are being filed on this date in accordance with Commission staff instructions.

Transaction 2

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
Nevada RSA #2 Limited Partnership	360° Communications Company of Nevada Limited Partnership	NV RSA 2
Mineral RSA Limited Partnership	360° Communications Company of Nevada Limited Partnership	NV RSA 4

In Transaction 2, Mineral and Nevada 2, both wholly owned subsidiaries of ALLTEL following Transaction 1, will merge with and into 360° Nevada, also a wholly owned subsidiary of ALLTEL following Transaction 1. Because the assignments of license in Transaction 2 will be between indirect, wholly owned subsidiaries of ALLTEL, there will be no change in ultimate ownership and, therefore, the assignments will be *pro forma*. FCC Forms 603 for the *pro forma* assignments are, however, being filed on this date in accordance with Commission staff instructions.

Following the merger contemplated in Transaction 2, 360° Nevada will be the licensee of the cellular and related microwave licenses for the Las Vegas, NV MSA and the Nevada 2 and Nevada 4 RSAs.

Transaction 3

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
360° Communications Company of Iowa	360° Communications Company of Nevada Limited Partnership	Cedar Rapids, IA MSA Iowa City, IA MSA

In Transaction 3, 360° Iowa will contribute to 360° Nevada, through a *pro forma* assignment, the cellular and microwave licenses associated with the Cedar Rapids and Iowa City, Iowa MSAs.⁹ Transaction 3 will be consummated prior to the Exchange. An FCC Form 603 for the *pro forma* assignment is being filed on this date in accordance with Commission staff instructions. Following

⁹ Because the assignment of the Cedar Rapids and Iowa City, IA MSA licenses will be between indirect, wholly owned subsidiaries of ALLTEL, there will be no change in the ultimate ownership. Therefore, the Transaction will be a *pro forma* assignment.

Transaction 3, 360° Nevada will be the licensee of the cellular and microwave licenses associated with the Las Vegas, NV; Cedar Rapids, IA; and Iowa City, IA MSAs; and the Nevada 2 and Nevada 4 RSAs.

Transaction 4

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
Southwestco Wireless, L.P.	360° Communications Company of Nevada Limited Partnership	Phoenix, AZ MSA Tucson, AZ MSA Coconino, AZ-2 RSA Gila, AZ-5 RSA Albuquerque, NM MSA El Paso, TX MSA
360° Communications Company of Nevada Limited Partnership	Southwestco Wireless, L.P.	Las Vegas, NV MSA Lander, NV-2 RSA Mineral, NV-4 RSA Cedar Rapids, IA MSA Iowa City, IA MSA

Transaction 4 is the Exchange and involves the assignment of licenses by and between ALLTEL and Bell Atlantic. Southwestco and 360° Nevada have filed on this date the required FCC Forms 603 for the assignment of the licenses associated with the above-listed markets in accordance with Commission staff instructions.

Transaction 5

<u>Transferor</u>	<u>Transferee</u>	<u>Market</u>	<u>Licensee</u>
Southwestco Wireless, L.P.	360° Communications Company of Nevada Limited Partnership	Tucson Unserved Area	Tucson 21 Cellular LP
Southwestco Wireless, L.P.	360° Communications Company of Nevada Limited Partnership	Las Cruces, NM MSA	Las Cruces Cellular Telephone

In Transaction 5, 360° Nevada will purchase Southwestco's 4.76 percent general partnership interest in Tucson 21 Cellular L.P. and Southwestco's 76.28 percent general partnership interest in the Las Cruces Cellular Telephone Company. FCC Forms 603 for the transfers of control for the cellular and microwave licenses associated with the above-listed markets are being filed on this date in accordance with Commission staff instructions.

Transaction 6

<u>Transferor</u>	<u>Transferee</u>	<u>Market</u>	<u>Licensee</u>
360° Communications Company	Southwestco Wireless, L.P.	Dubuque, IA MSA	Dubuque MSA LP
360° Communications Company of Iowa	Southwestco Wireless, L.P.	Waterloo, IA MSA	Waterloo MSA LP

In Transaction 6, Southwestco will purchase 360° Communications' 85 percent general partnership interest in the Dubuque MSA Limited Partnership and 360° Iowa's 40 percent general and 48.5417 percent limited partnership interests in Waterloo MSA Limited Partnership. FCC Forms 603 for the transfers of control for the cellular and microwave licenses associated with the above-listed markets have been filed on this date in accordance with Commission staff instructions.

Copies of the agreements corresponding to the above-listed transactions will be provided upon request to the Commission under confidential seal.

The Parties

The qualifications of Bell Atlantic and ALLTEL to hold cellular and other radio station licenses are a matter of public record established and approved in numerous Commission decisions.¹⁰ Information setting forth Bell Atlantic's qualifications was provided in the pending applications for transfer of control previously filed by Bell Atlantic and Vodafone (*supra*, n. 1)

¹⁰ E.g., Public Notice, "Wireless Telecommunications Bureau Grants Consent for Transfer of Control of Paging, Cellular and Microwave Licenses from Global Crossing to Bell Atlantic Corporation," DA 99-2392 (rel. Nov. 1, 1999); Public Notice, "Wireless Telecommunications Bureau, Common Carrier Bureau, and International Bureau Grant Consent for Transfer or Control of Licenses of Liberty Cellular to ALLTEL," DA 99-1985 (rel. Sept. 24, 1999).

and is incorporated herein by reference. ALLTEL, a Delaware corporation, is a diversified telecommunications and information services holding company headquartered in Little Rock, Arkansas. ALLTEL subsidiaries specialize in offering a full array of communications services to mid-sized cities and rural areas. Service offerings include various commercial mobile radio services (*i.e.*, paging, cellular, and personal communications services), local wireline services (including competitive local exchange services), long distance services, data services and Internet access services. These offerings are backed by quality, personalized service, and proven state-of-the-art technologies.

Public Interest Statement

The Transactions fully comply with all Commission rules and require no waivers. They create no new overlaps of ownership interests in any wireless markets and raise no competitive issues.

The Transactions will serve the public interest in numerous ways. *First*, they will resolve and eliminate all ownership overlaps between Bell Atlantic and Vodafone. The Commission has previously found transfers of wireless licenses to serve the public interest when they result in removal of cross-ownership situations.¹¹

Second, the Transactions promote the Commission's policies by advancing competition. They will extend ALLTEL's regional contiguous wireless telecommunications services coverage footprint, thereby creating a stronger company that can better compete against much larger

entities already possessing nationwide footprints, such as AT&T and Sprint. In order to provide effective competition to these carriers, small and mid-sized carriers must build sufficiently broad-based networks to enable them to achieve economies of scale and scope. The Commission has found that these efficiencies and economies are sufficient bases to grant transfers of licenses because they can result in benefits to the public.¹²

Third, the Transactions will allow Bell Atlantic and Vodafone to fill in several gaps in the geographic coverage of their planned alliance, enabling the alliance to create a stronger and more efficient wireless competitor in an industry where national coverage is increasingly important. These benefits were fully explained in the pending Bell Atlantic-Vodafone applications, a supporting affidavit, and the statement of two economists which was filed as part of those applications, and are fully applicable to the present Transactions.¹³

Conclusion

The Transactions will eliminate overlapping wireless ownership interests, create no new cross-ownership situations or overlaps, and will enable the parties to achieve the benefits that flow from expanding their footprints in areas that they believe are necessary for building

(...continued)

¹¹ See, e.g., *Applications of Winston, Inc., et al.*, 14 FCC Rcd 3844 (WTB 1998) (approving transfer of Vanguard Cellular licenses to AT&T Wireless in which AT&T committed to spin off overlapping ownership interests that would have resulted from the transaction).

¹² See, e.g., *Application of 360 Communications Company and ALLTEL Corporation*, 14 FCC Rcd 2005 (1999).

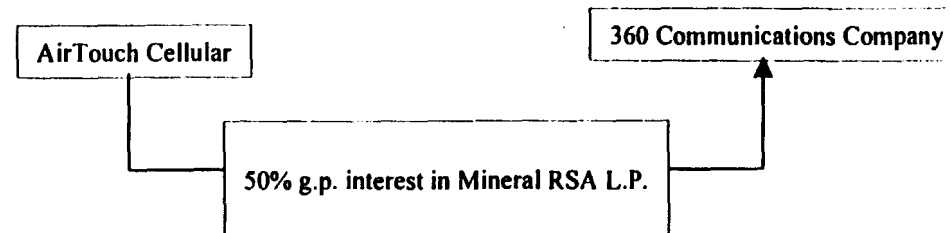
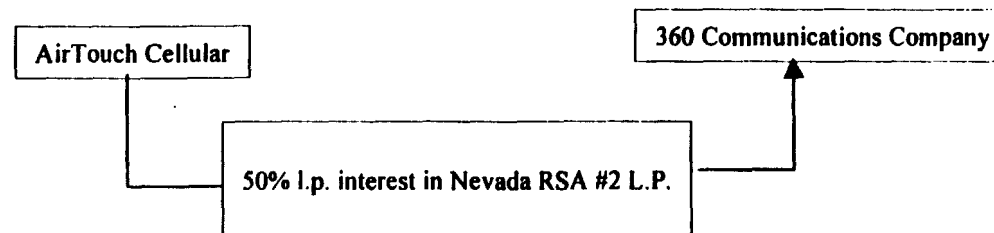
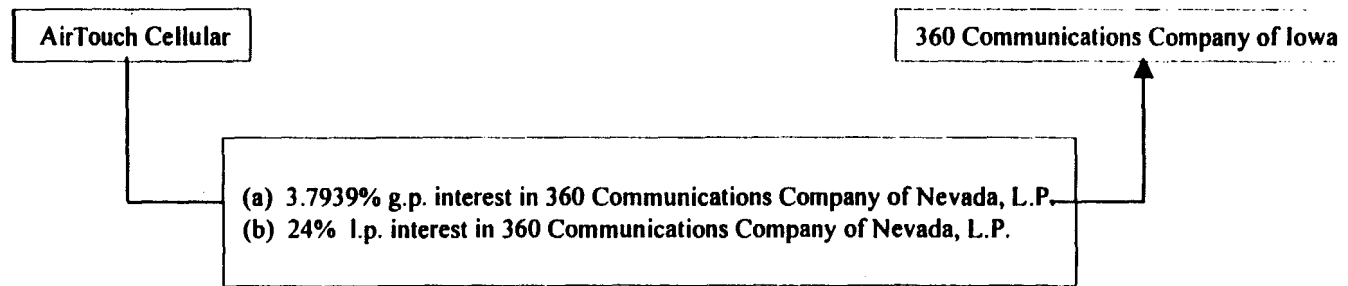
¹³ See Application for Transfer of Control of Vodafone AirTouch Plc and Bell Atlantic Corporation, filed Oct. 14, 1999, Exhibit 1, Declaration of Laurence T. Babbio, Jr., and Statement of Michael L. Katz and Daniel L. Rubinfeld.

FCC FORM 603
EXHIBIT NO. 1
Page 10 of 10

efficient wireless networks that in turn can most effectively compete in the provision of wireless service to the public. The applications can and should be promptly approved by the Commission.

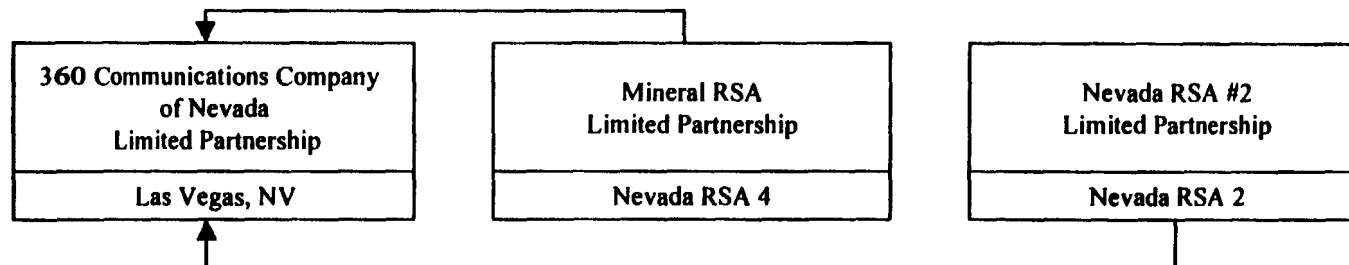
Transaction 1

FCC Form 603
Exhibit 2



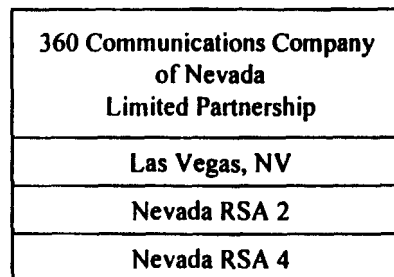
Transaction 2

(Before Merger is Effective)

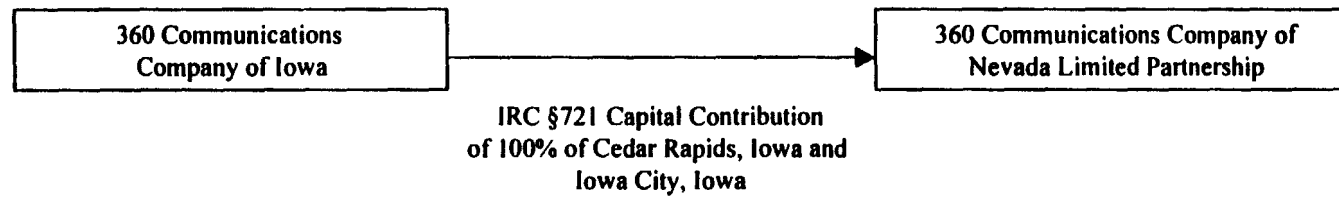


Agreement and Plan of Merger

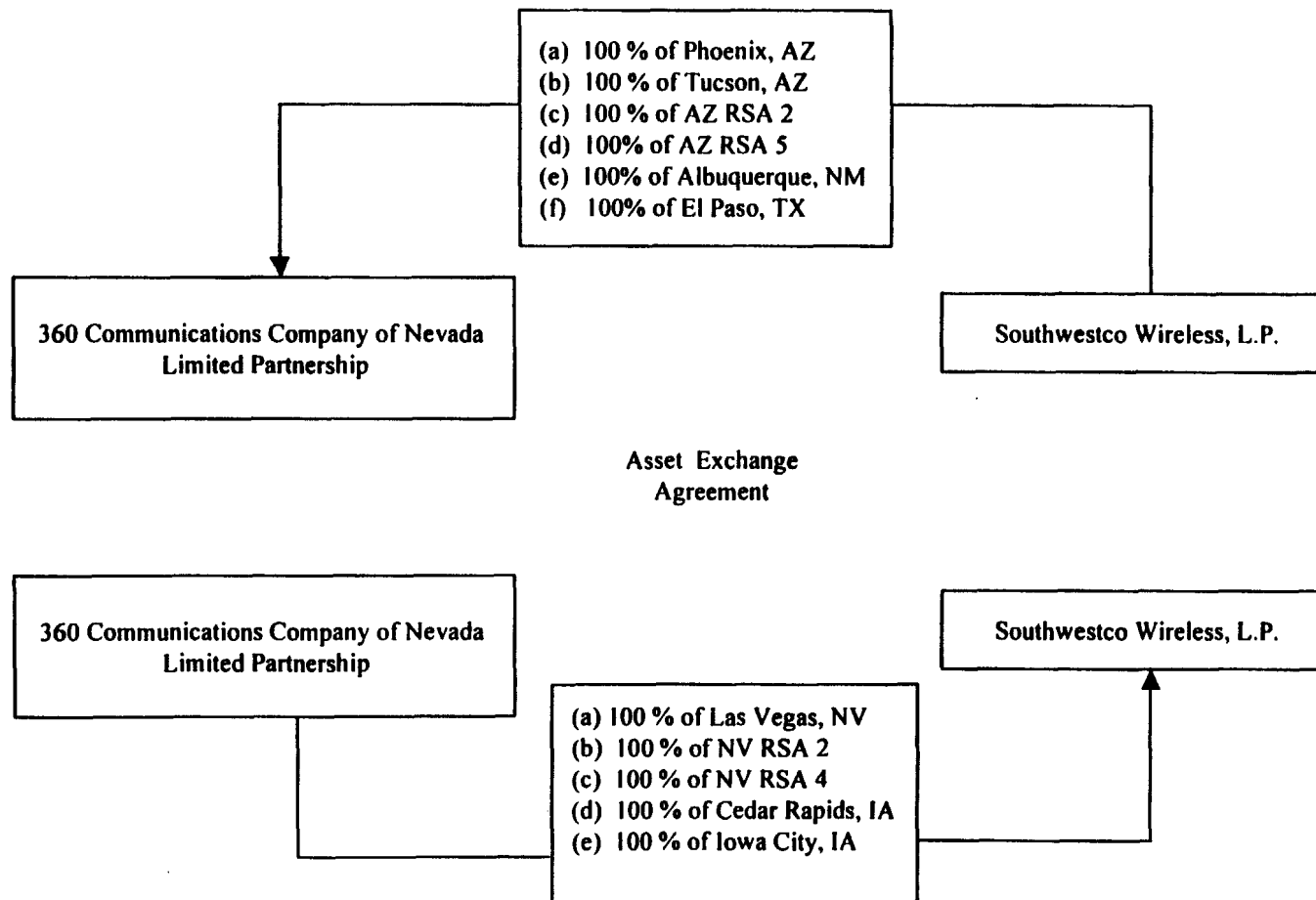
(After Merger is Effective)



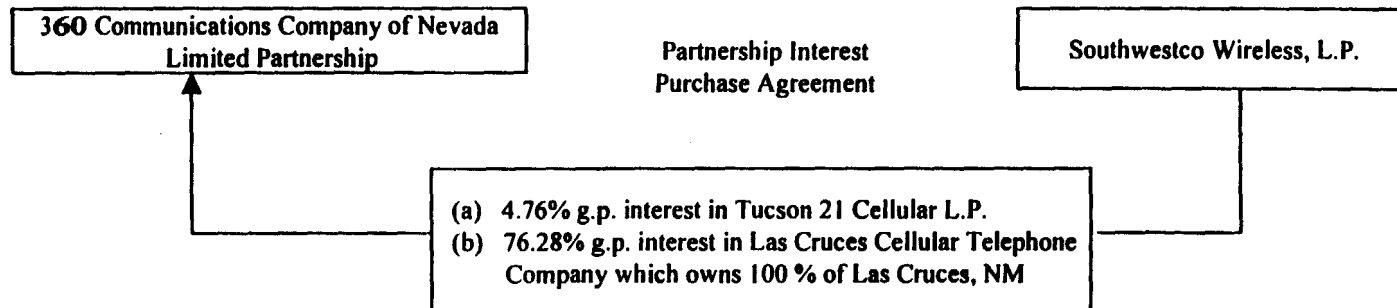
Transaction 3



Transaction 4

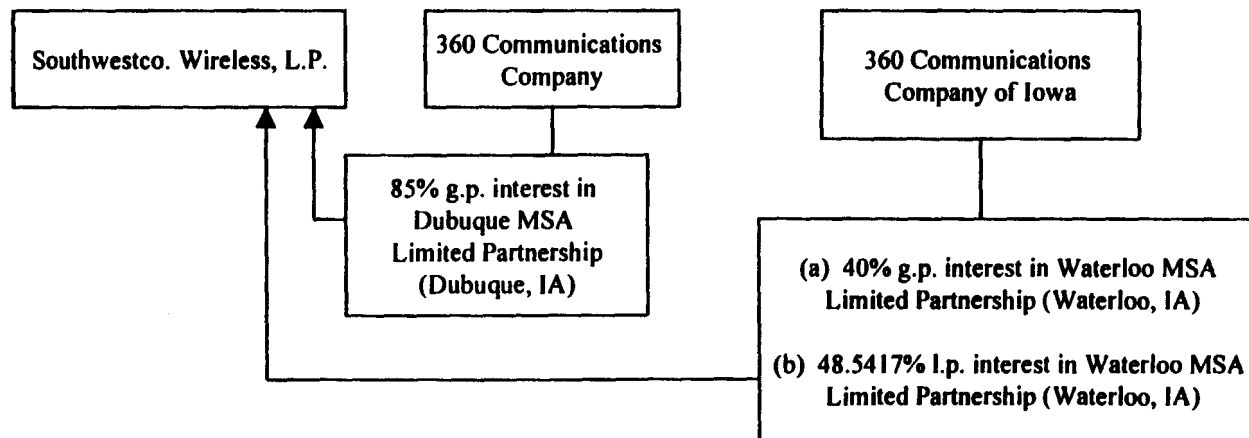


Transaction 5



Transaction 6

Partnership Interest Purchase Agreement



FCC Form 603, Question 77

The applicant or any parties directly or indirectly controlling the applicant are parties in the following pending matters:

New England Mobile Communications, Inc. d/b/a Kartele v. Bell Atlantic NYNEX Mobile, Inc. ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile")
(Connecticut Superior Court) Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. BAM successfully moved to dismiss plaintiff's breach of contract and promissory estoppel claims. Unfair trade practice and Connecticut Franchise Act claims remain. BAM has served its answer and filed a counterclaim for breach of contract.

Electronics Store, Inc. v. Celco Partnership and Cedar Point Federal Credit Union (MD Cir. Ct., St. Mary's Co.) Plaintiff, a former agent, alleges that defendants committed antitrust violations under Maryland law, breached the agency agreement and interfered with its contacts with cellular customers. Summary Judgment for BAM was reversed in part permitting case to proceed on breach of contract, implied covenant of good faith and fair dealing and unfair competition theories. Plaintiff has appealed dismissal of antitrust claims. This breach of contract, implied covenant of good faith and fair dealing and unfair competition case brought by a former agent is scheduled for trial on May 1, 2000.

H.T. Communications, Inc. f/k/a H.T. Auto v. Bell Atlantic Mobile Systems, Inc. and Celco Partnership (Sup. Ct. NJ, Law Div.) Plaintiff, a former agent, filed suit on October 22, 1999 alleging that BAM breached its agency agreement by failing and refusing to pay all commissions due, anniversary payments and residuals. Plaintiff has brought a number of causes of action, including unfair competition. Defendant's time to answer the complaint has been extended by mutual consent of the parties until late January 2000. BAM believes the agency agreement, as amended, requires that all of plaintiffs' claims be arbitrated.

01/21/00